

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11

Case No. 08-13555 (JMP)

(Jointly Administered)

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO RULE 3001(e)(2)**

A CLAIM HAS BEEN FILED IN THIS CASE (Lehman Brothers Holdings Inc., Debtor, Case No. 08-13555) or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

RLT Holdings 2008-2, L.L.C.

U.S. Bank National Association, as Trustee

Name of Transferee

Name of Transferor

Unliquidated

31048

Proof of Claim Amount

Proof of Claim Number

You are hereby requested to make all future payments and distributions, and give all notices and other communications, in respect of the Claim to the Transferee at the address below.

TRANSFEE: RLT Holdings 2008-2, L.L.C.

Address: c/o Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
Attn: Jonathan Reisman

I declare under penalty of perjury that the information provided in this evidence and notice is true and correct to the best of my knowledge and belief.

By:

By:  _____

Date: 12-22-11

Name: Jonathan Reisman

Title: Counsel for Transferee

ASSIGNMENT OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE, ("Assignor")** does hereby unconditionally and irrevocably transfer and assign unto **RLT Holdings 2008-2, L.L.C. ("Assignee")**, As-is, Where-is, with all faults and without any representation or warranty, and Assignee hereby accepts, all rights, title and interest in, to and under proof of claim number 31048 filed against Lehman Brothers Holdings Inc. (the "**Debtor**") in the Chapter 11 bankruptcy case pending in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") (or any other court with jurisdiction over the bankruptcy proceedings) referred to as In re Lehman Brothers Holdings Inc., Chapter 11 Case No. 08-13555 (the "**Proof of Claim**"), including, without limitation, (i) rights to receive property or amounts paid or payable in respect of the Proof of Claim, (ii) to the extent relating to the Proof of Claim, all accounts, accounts receivable and other rights and interests of Assignor against Debtor, including, without limitation, all of Assignor's rights, title and interest in, to and under the each of the contracts, agreements, guarantees, confirmations, invoices, bills, filings, stipulations, proofs of claim and/or other documents (whether now existing or hereafter arising) which evidence, create and/or give rise to or affect in any material way the Proof of Claim, and (iii) any and all proceeds of any kind of the foregoing.

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "**Assigned Claim**") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

This Assignment of Claim shall be governed by the laws of the State of New York, without giving effect to the conflicts of laws provisions thereof.

(Remainder of page left blank intentionally)

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Assignment of Claim to be executed in its name by its proper officer thereunto duly authorized on December __, 2011.

ASSIGNOR:


U.S. BANK NATIONAL ASSOCIATION, AS
TRUSTEE

ASSIGNEE:

RLT Holdings 2008-2, L.L.C.
By: BRP Partners, Inc., its Manager

_____

Name: *James D. Quinn*
Title: *Vice President*

By: _____

Name: *Thomas W. Blumenthal*
Title: *Vice President*